

STATE OF INDIANA  
COUNTY OF MARION

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) SS:  
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IN THE MARION SUPERIOR COURT  
CAUSE NO. \_\_\_\_\_

STATE OF INDIANA,

Plaintiff,

v.

OMEGA MERCHANDISING SYSTEMS, INC.,

Defendant.

**FILED**

SEP 27 1999

*Sarah M. Taylor*  
CLERK OF THE  
MARION CIRCUIT COURT

**MOTION FOR TEMPORARY RESTRAINING ORDER AND PRELIMINARY  
INJUNCTION**

The Plaintiff, the State of Indiana, by Attorney General Jeffrey Modisett and Deputy Attorney General Eric Jackson, respectfully moves the Court pursuant to Rule 65 of the Indiana Rules of Trial Procedure and Ind. Code 24-5-0.5-4(c) to issue a Temporary Restraining Order, and after a hearing, a Preliminary Injunction enjoining Defendant, pending final judgment, from advertising or otherwise soliciting investors to purchase a business opportunity, from destroying, removing, hiding, transferring, altering, tampering with, or otherwise disposing of the records of Defendant, and from withdrawing, removing, hiding, transferring, distributing, or otherwise disposing of the monies received by Defendant from the sale of business opportunities in Indiana. In support of its Motion, Plaintiff states:

1. The Plaintiff has filed its Verified Complaint for Injunction and Damages (hereinafter "Complaint") alleging that Defendant has engaged in deceptive acts by knowingly and intentionally advertising and selling business opportunities in the State without first registering with the Office of Attorney General and posting a bond, pursuant to Ind. Code 24-5-8-1 et seq. The allegations of Plaintiff's Complaint are incorporated herein and made a part of this Motion by reference.

2. As shown by Plaintiff's Complaint, Defendant has advertised and solicited investors to purchase goods and services to be used in starting or operating a business.

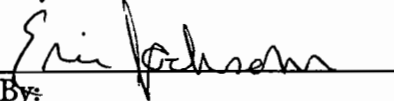
opportunities in Indiana;

c. Advertising or otherwise soliciting consumers to purchase a business opportunity in Indiana; and

d. All other just and proper relief.

Respectfully submitted,

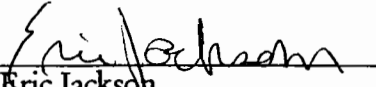
JEFFREY MODISSETT  
Attorney General of Indiana  
Atty. No. 14704-49

  
By: \_\_\_\_\_

Eric Jackson  
Deputy Attorney General  
Atty. No. 19415-49

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion for Temporary Restraining Order and Preliminary Injunction has been served upon the Defendant, Omega Merchandising Systems, Inc., 7150 E. Camelback Rd., Ste. 300, Scottsdale, AZ. 85251, by United States Mail, first class service, postage prepaid, this 27<sup>th</sup> day of September 1999.

  
Eric Jackson  
Deputy Attorney General

Office of Attorney General  
Indiana Government Center South, Fifth Floor  
402 West Washington Street  
Indianapolis, IN 46204-2770  
Telephone: (317) 232-477

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CAUSE NO. \_\_\_\_\_

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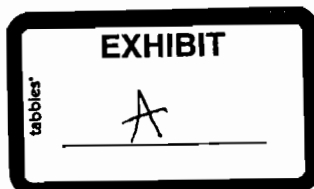
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5. Omega Merchandising Systems, Inc., represented that investors may or will earn an amount in excess of the initial payment as a result of the investment, by stating that an initial investment of \$28,800 will result in a return of \$54,000 in after one year, and that a market exists for any goods to be made or services to be rendered by stating that the shops "are designed to be placed in high traffic locations such as hotels, resorts, airports, malls, bowling alleys, amusement parks, etc." The allegations are also contained in the promotional materials distributed at the seminar attached as Exhibits 2-11.
6. I have conducted a due and diligent search of the business opportunity registration records maintained by the Office of Attorney General. There is no record of a registration having been filed by Omega Merchandising Systems, Inc.

Further affiant sayeth naught.

9-27-99  
Date

Shelli L. Fletcher  
Signature

I affirm, under the penalties for perjury, that the foregoing representations are true and accurate to the best of my knowledge and belief.

Shelli L. Fletcher  
Shelli L. Fletcher

PEOPLE JUST LIKE YOU ARE  
**EARNING \$2,000 TO \$10,000 MONTHLY**  
WHY NOT YOU?

Attend A Free Informational Seminar To See If You Qualify.

FILM

**KODAK**

CAMERAS

We're Looking For Motivated;  
Entrepreneurial Individuals Who  
Just Need The Right  
Opportunity To *Make It Big*.

National Company expanding in your  
area seeking individuals, families or  
partnerships to distribute high quality  
camera and film products.

We will be holding an informational  
seminar at the location below to fill  
the current openings. Nothing will  
be sold; leave your money at home!

- Not MLM or Network Marketing
- This Is Not Hard!!
- No Experience Needed.
- Total Support Given
- No Selling
- No Overhead
- Full Time Or Part Time
- Name Your Own Hours
- Great Home-Based Business.
- Fun Family Business

Attend Our **FREE** Informational  
Seminar With Your Spouse  
And/or Business Partner.

**Learn How You Can Earn Several Hundred Dollars  
Per Week Part Time to \$150,000 Per Year Full Time.**

Reservations Required. Call Toll Free (24 Hrs.)

**1-888-404-4008**

- ☐ Thurs. 9/23, Noon: Radisson Hotel City Centre, 31 West Ohio Street, Indianapolis
- ☐ Thurs. 9/23, 7:00 PM: Radisson Hotel City Centre, 31 West Ohio Street, Indianapolis

Reservation #: \_\_\_\_\_

Number of People Attending \_\_\_\_\_

*original  
9/23*



Omega Merchandising Systems, Inc.

Dear Prospective Distributor/Partner:

Thank you for your interest in our opportunity of servicing high traffic locations featuring our new Camera and Film Shops Distribution Program. As with any new business relationship, it is important to know each other. Therefore, we would like to give you a little background information on us. Omega Merchandising Systems, Inc., was incorporated in 1989, in Scottsdale, Arizona. The company was originally established as a national distributor in the Automated Merchandising Industry. In 1997, the company researched the Camera and Film Distribution Market. Upon completion of the company's research it was decided to include One Time Use Camera and Film Shops in their Distribution Program. One Time Use Camera and Film Shops are designed to be placed in high traffic locations such as hotels, resorts, airports, malls, bowling alleys, amusement parks, etc. Omega Merchandising Systems, Inc. is currently establishing a network of Distributors/Partners in major markets throughout the United States.

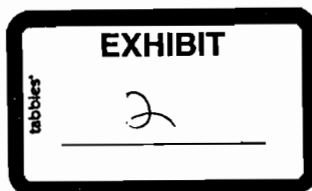
One Time Use Camera and Film Shops is a multi-billion dollar a year business, and it's growing bigger every year.

We encourage you to do your due diligence in checking us out. We invite you to call our General Manager, Mr. Cooper, at (800) 464-8111. He will be glad to give you information about the company, distributor references, or whatever else you might need to make an informed decision.

We thank you again for your interest in our invitation to success. We sincerely wish that everyone could qualify. Unfortunately, only a few will meet the company's qualifications. We wish you the best in your pursuit of financial security.

Sincerely,

M. M. Cooper



# Field Representative Confidential Application

The submission of this application does not constitute any agreements by either party and places no obligation of any kind on either party. It is purely for information and evaluation purposes.

Date: \_\_\_\_\_

*I UNDERSTAND THAT AS A FIELD REPRESENTATIVE I CANNOT AT ANY TIME IN THE FUTURE BECOME A DISTRIBUTOR ACCORDING TO COMPANY POLICY. I also understand that in applying for field representative I will be working directly with a distributor who will contact me when interested so I do not require further information or a personal appointment at this time.*

## Personal Profile

Name: \_\_\_\_\_ Spouse: \_\_\_\_\_

Business Address: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Home Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Work Phone: \_\_\_\_\_ Home Phone: \_\_\_\_\_

Cellular: \_\_\_\_\_ Fax Number: \_\_\_\_\_

## Business/Work Experience

From \_\_\_\_\_ To \_\_\_\_\_ Position \_\_\_\_\_ Annual Income \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_ Position \_\_\_\_\_ Annual Income \_\_\_\_\_

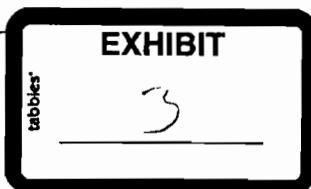
From \_\_\_\_\_ To \_\_\_\_\_ Position \_\_\_\_\_ Annual Income \_\_\_\_\_

## Availability

When are You Available to Start? \_\_\_\_\_

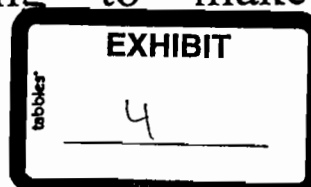
Number of Hours Per Week Available? \_\_\_\_\_

Signature: \_\_\_\_\_



# DO I NEED TO MAKE A CHANGE?

1. Does my job give me "Freedom of Time" to enjoy my family and hobbies as much as I'd like?
2. Would my family be in a strong, financially secure position if I chose to quit work today?
3. Am I truly paid what I am worth?
4. Will I achieve **ALL** my dreams and goals if I continue doing **EXACTLY** what I have been doing?
5. Do rich people do exactly what I do to earn money?
6. Did my previous and/or current employer want me to get rich?
7. If I demand a big increase in pay at my present position will I get it?
8. If I could change most of my NO's above to YESES, would I be willing to make some **MAJOR CHANGES**?





# Omega Helps You Expand Your Business With Our Distributor Incentive And Expansion Program

*✓*

LEVEL I	# SHOPS	<i>Your Investment</i> YOU	COMPANY
INITIAL PURCHASE OF CAMERA/FILM SHOPS	3	\$19,990	
INITIAL COMPANY SHOP WITH PRODUCT	1		\$ 6,664
EXPANSION SHOPS WITH PRODUCT	<u>8</u>	_____	<u>\$53,312</u>
<b>TOTALS</b>	<b>12</b>	<b>\$19,990</b>	<b>\$59,976</b>

*3rd Best Program*

LEVEL II	# SHOPS	YOU	COMPANY
INITIAL PURCHASE OF CAMERA/FILM SHOPS	5	\$28,800	
INITIAL COMPANY SHOP WITH PRODUCT	1		\$ 5,760
EXPANSION SHOPS WITH PRODUCT	<u>19</u>	_____	<u>\$109,449</u>
<b>TOTALS</b>	<b>25</b>	<b>\$28,800</b>	<b>\$115,209</b>

*1st*

LEVEL III	# SHOPS	YOU	COMPANY
INITIAL PURCHASE OF CAMERA/FILM SHOPS	7	\$36,800	
INITIAL COMPANY SHOP WITH PRODUCT	1		\$ 5,256
EXPANSION SHOPS WITH PRODUCT	<u>34</u>	_____	<u>\$178,704</u>
<b>TOTALS</b>	<b>42</b>	<b>\$36,800</b>	<b>\$183,960</b>

*2nd Best Program*

LEVEL IV	# SHOPS	YOU	COMPANY
INITIAL PURCHASE OF CAMERA/FILM SHOPS	10	\$48,400	
INITIAL COMPANY SHOP WITH PRODUCT	1		\$ 4,840
EXPANSION SHOPS WITH PRODUCT	<u>59</u>	_____	<u>\$285,560</u>
<b>TOTALS</b>	<b>70</b>	<b>\$48,400</b>	<b>\$290,400</b>

**EXHIBIT**

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NAME \_\_\_\_\_

**Question**

**"Ask the  
Expert"**

(Please leave blank until instructed otherwise)

**EXHIBIT**

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## FIRST YEAR WORKSHEET PROFITS WITH EXPANSION

- K. Number of Company Expansion Camera/Film Shops  
Level I=8; Level II=19; Level III=34; Level IV=59 \_\_\_\_\_
- L. Times 50% of Line "H" on First Side of Worksheet x \_\_\_\_\_
- M. Equals Your First Year Profit on the Company's  
Expansion Camera/Film Shops \$ \_\_\_\_\_
- N. Now Add Your Profit from Your Original Camera/Film  
Shops from Line "J" on First Side of Worksheet + \_\_\_\_\_
- N. Your Total First Year Profit \$ \_\_\_\_\_

## SECOND YEAR WORKSHEET PROFITS WITH EXPANSION

- O. Number of Company Expansion Camera/Film Shops \_\_\_\_\_
- P. Times Line "H" (Yearly Unit Income) X \_\_\_\_\_
- R. Equals Your Second Year Profit on the Company's  
Expansion Camera/Film Shops \$ \_\_\_\_\_
- S. Now Add Your Profit from Your Original Camera/Film  
Shops from Line "J" on First Side of Worksheet + \_\_\_\_\_
- T. Your Total Second Year Profit \$ \_\_\_\_\_

**AFTER 1 YEAR FROM THE DATE OF INSTALLATION  
THE CAMERA/FILM SHOPS BELONG 100% TO YOU  
AND YOU RECEIVE 100% OF THE PROFITS!**

EXHIBIT

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# WORKSHEET #1

Name: \_\_\_\_\_

- A. Distributor Purchases Level 2 \$ 28,800.-
- Fee For 6 Locations (\$500) + 3,000.-
- \$ 31,800.-
- B. Average ~~\$200,000~~<sup>5000</sup> Location Traffic <sup>600</sup> +200
- C. Times % of Customers You Think Will Buy <sup>1%</sup> x 2 %
- D. Number of Daily Sales 6
- E. Average Profit per Sale x 5.00
- F. Profit per Day per Camera/Film Shop \$ 30.-
- G. Days in a Year x 360
- H. Yearly Camera/Film Shop Profit \$ 10,800.-
- I. Number of Camera/Film Shops x 5
- J. Your Yearly Profit Before Expansion \$ 54,000.-

INVESTMENT BACK IN 7-8 MONTHS!

EXHIBIT

8

tabbles

# PROSPECTIVE DISTRIBUTOR/PARTNER DIRECTIONS

1. Please complete and submit the Confidential Application. These will be faxed to the company for evaluation and approval.
2. Set a personal appointment for you, your spouse and/or business partner while our representatives are in your area.
3. Take home the Omega Merchandising Information Book. Read and review with your spouse and/or business partner. Call any of our references you desire as soon as possible to get all your questions answered. All reference checking should be done before your personal appointment.

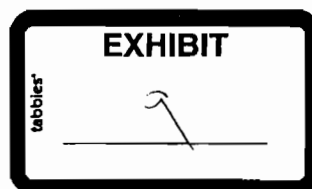
Reference	Phone Number	Contact	Time to Call	Expertise
Omega Merchandising Systems, Inc.	800-464-8111	Mr. Cooper	9 – 6 PST	Company Info. & Current References
National Business Opportunity Bureau	800-829-3547		9 – 5 EST	History
Simmons Marketing Corp.	800-811-7774	Bob Krause	9 – 5 PST	Site Location Company
J & B Marketing	602-957-9948	Charles Stevens	9 – 5 MST	Site Location Company
Savamco Manufacturing, Inc.	218-768-2015	Mike Kenefick	9 – 5 CST	Merchandiser Mfg.
Unique Photo	800-631-0300 x241	Frank Illuzzi	9 – 5 EST	Supplier

4. We will be calling you tomorrow between 10:00 AM and Noon to inform you if your application is approved and to confirm your appointment scheduled for:

Day: _____	Time: _____
Location: _____	

5. Please do all your reference checking before this appointment. All distributorships are on a first come, first serve basis. If you would like to secure a distributorship and a preferred area, we recommend you closely follow our highly successful recommended procedures.

**TO CONTACT YOUR REPRESENTATIVE CALL (800) 206-8274**



The submission of this application does not constitute any agreements by either party and creates no obligation of any kind on either party. It is purely for information and evaluation purposes.

### Personal Profile

Name: \_\_\_\_\_ Spouse: \_\_\_\_\_

Business Address: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Home Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

How Long at Present Address? \_\_\_\_\_

Work Phone: \_\_\_\_\_ Home Phone: \_\_\_\_\_

Cellular: \_\_\_\_\_ Fax Number: \_\_\_\_\_

### Business/Work Experience

From \_\_\_\_\_ To \_\_\_\_\_ Position \_\_\_\_\_ Annual Income \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_ Position \_\_\_\_\_ Annual Income \_\_\_\_\_

### Types of People We Are Looking For.

☐ Field Representative

☐ Distributor/Partner

#### Investment

None

See Below

### I Am Interested In Owning My Own Business As A Distributor/Partner On The Following Level:

	You	Company		You	Company
<input type="checkbox"/> Level I	\$19,900	\$ 59,976	<input type="checkbox"/> Level III	\$36,800	\$183,960
<input type="checkbox"/> Level II	\$28,800	\$115,209	<input type="checkbox"/> Level IV	\$48,400	\$290,400

### Availability and Interest

Who will be involved with you in this business? \_\_\_\_\_

Did they attend the seminar? \_\_\_\_\_ If not, when will we meet them? \_\_\_\_\_

What would be your preferred areas for your business?

Choice 1. \_\_\_\_\_ Choice 2. \_\_\_\_\_

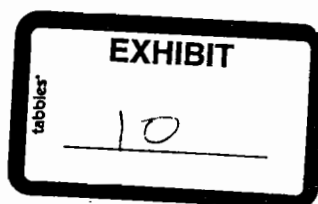
Minimum 10% deposit is required to secure your Distributor/Partnership and Preferred Area.

How much would you like to earn monthly? \$ \_\_\_\_\_

When would you like this income to start? \_\_\_\_\_

☐ I would like to be a Distributor/Partner, but I need advice on how to secure a loan. If checked, complete the backside of this form.

-OVER-



09/18/99

**This Section Is Designed For Those People Who Want To Be A  
Distributor/Partner But Do Not Know How To Fund The Distributorship.**

**Completely Fill Out Both Sides Of This Form And Submit.**

How will you be handling the deposit?

☐ Cash    ☐ Credit Card    ☐ Check  
☐ Other: \_\_\_\_\_

Are you a homeowner?

☐ Yes    ☐ No

Current Equity:

\$ \_\_\_\_\_

Are you a Credit Union Member?

☐ Yes    ☐ No

Do you have a retirement/pension plan?

☐ Yes    ☐ No

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Do you have any money available in any of the following items?

Amount of Money Available

Amount of Money Available

Cash                      \$ \_\_\_\_\_

Mutual Funds        \$ \_\_\_\_\_

Passbook Savings    \$ \_\_\_\_\_

Income Property    \$ \_\_\_\_\_

Credit Cards            \$ \_\_\_\_\_

Cars/Boats            \$ \_\_\_\_\_

CD's                      \$ \_\_\_\_\_

IRA's/401k/403b    \$ \_\_\_\_\_

Stocks/Bonds          \$ \_\_\_\_\_

Other                      \$ \_\_\_\_\_

Describe: \_\_\_\_\_

Have you considered these sources for all or partial funding?

Family                      ☐ Yes    ☐ No

Friends                     ☐ Yes    ☐ No

Business Partner        ☐ Yes    ☐ No

*On a scale of 1-10 (10 being the best), how would you rate your credit?* \_\_\_\_\_

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# **Omega Merchandising Systems, Inc.**

## **Most Commonly Asked Questions**

### **What Would Be the Characteristics Of the "Ideal" Business?**

According to a recent government survey: reasonable investment, opportunity to expand, cash business, immediate income, profitability, not time demanding, low overhead, home-based business and ease of operation. At Omega, our Distributors have it all!

### **Why Is Omega Merchandising Systems Giving A Seminar Here In This City?**

We are currently on a nationwide expansion seeking a very select few qualified Distributors in each major marketing area of the United States.

### **How Long Has Omega Merchandising Systems Been In Business?**

We started in 1989 in the automated merchandising business and have been distributing camera and film shops since November 1997. Omega is located in Scottsdale, Arizona.

### **May I Speak With the Company?**

Absolutely, we expect you to get all the information you need. You can find out about the company, the people, products, equipment, procedures, etc. The Company is there to serve you! You can reach Bill Hill or Larry Cooper at 1-800-464-8111.

### **May I Speak With Current Distributors?**

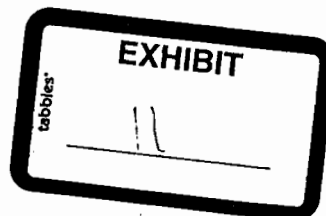
Yes, when you are speaking to Omega don't forget to ask them for some current Distributors to speak to. Make sure you ask the Distributors about the day to day operations, acceptance of Camera and Film Shops in locations, and ease of operation.

### **How Do I Reorder Products?**

You may phone or fax your orders. They will begin processing your order immediately. All orders are shipped directly to you from the wholesaler. This eliminates the need for you to warehouse large quantities of merchandise, thus keeping overhead as low as possible.

### **What If I Have Questions About My Business?**

Every Distributor has full access to total resources of Omega Merchandising Systems. They will work closely with you and are available to answer all of your questions. Your Distributor Support Department is never more than a phone call away.





### **May I Start At Any Level and Move Up At A Later Date?**

No! We determine how many Distributors we are looking for in an area by the population we need per qualified Distributor at the level they requested in accordance to our addendum.

### **Do I Have To Hire Employees?**

No! You have the option of doing everything yourself or using a Field Representative who will service the locations and report to you.

### **What Is A Field Representative?**

A Field Representative is someone who services the Camera and Film Shops. Their duties include making sure the shop is full of merchandise, collecting the funds and reporting all activity to the Distributor.

### **How Do I Find Field Representatives?**

You can request a list of Field Representatives in your area that attended the seminar or use someone you know.

### **How Do I Pay Field Representatives?**

Field Representatives are usually paid commissions from a percentage of the sales.

### **Do I Have To Use A Location Company?**

That option is up to you, but we recommend you at least speak to some of them unless you have expert experience in this area.

### **What Should I Ask the Location Companies?**

Any questions that pertain to availability and best locations to put your camera and film shops. You also want to find out what their guarantees and procedures are.

### **Why Would Omega Be Willing To Put Up 3 To 6 Times More Than I Do Into My Business?**

Our business experience has shown us that having the capital outlay to expand quickly is usually a challenge for owners so Omega has decided this is the best way to help both the Distributor and the Company grow to their fullest potential. Omega benefits by having more public exposure and gets paid a small percentage on products bought from the wholesaler. The Distributor benefits by having more locations to earn profits from. It's a definite WIN-WIN situation!

### **How Many Distributors Are You Planning To Put In My Area?**

Very few, but it will depend on your area's population and what levels are requested by qualified prospects. We will cover this in detail at your appointment.

### **What Is My Next Step?**

Please follow the simple directions on the "Prospective Distributor Direction" sheet. We will discuss any further questions at your personal appointment.